



## Union Tank Car Company

39 South LaSalle Street  
Chicago, Illinois 60603  
312/372-9500

Arthur B. Hillman  
Secretary and  
Assistant General Counsel

6-011A031

NOV 07 1985

NOV 07 1985

NOV 07 1985

NOV 07 1985

RECORDATION NO. 6168-T Filed 1425

NOV 7 1985 -3 35 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 6168-T Filed 1425

November 4, 1985

NOV 7 1985 -3 35 PM

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Eleventh Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 4, 1985, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and Bankers Trust Company, One Bankers Trust Plaza, Liberty & Greenwich Streets, New York, New York 10015 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of May 1, 1971, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 13 railroad cars, identified with the initials UTLX, and more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the 164 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the Bill of Sale are more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of May 1, 1971, which was recorded with your office on May 28, 1971, and assigned recordation number 6168. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.



## Union Tank Car Company

225 West Washington Street  
Chicago, Illinois 60606  
312/372-9500

9-352A013

RECORDATION NO 6168-14 FILED 1425

DEC 18 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO 6168-21 FILED 1425

DEC 18 1989 -11 05 AM  
INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

Secretary  
Interstate Commerce Commission  
12th St. & Constitution Ave., N.W., Room 2215  
Washington, DC 20423

RE: Equipment Trust Agreement (Series 7)  
Filed May 28, 1971  
Recordation No. 6168

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Thirteenth Supplemental Trust Agreement, dated October 23, 1989, between Union Tank Car Company and Bankers Trust Company, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is a check for \$26.00 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen  
Senior Attorney

PJA/jf 4066e  
Enclosure



A MEMBER OF THE MARMION GROUP OF COMPANIES

STATE OF ILLINOIS)  
COUNTY OF COOK )

RECEIVED BY 10/168-11  
DEC 18 1989 -11 05 AM  
INTERSTATE COMMERCE COMMISSION

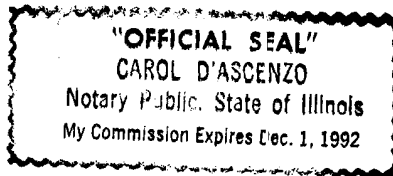
CERTIFICATE

The undersigned, Carol D'Ascenzo, a Notary Public in and for said county and state, hereby states that she has compared the attached copy of the Thirteenth Supplemental Trust Agreement, dated October 23, 1989, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 5th day of December, 1989.

Carol D'Ascenzo  
Notary Public

4066e



THIRTEENTH SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES 7)

RECORDATION NO. 6168-11  
DEC 18 1989 - 11 05 AM  
FILED 1423  
INTERSTATE COMMERCE COMMISSION

THIS THIRTEENTH SUPPLEMENTAL TRUST AGREEMENT, dated October 23, 1989, by and between Bankers Trust Company as Trustee ("Trustee"), and Union Tank Car Company, a Delaware corporation ("Company").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated May 1, 1971, providing for the issue of its Equipment Certificates (Series 7) in the aggregate principal amount of \$25,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed, and all the terms, provisions and conditions thereof shall be and remain in full force and effect. This Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date stated above.

BANKERS TRUST COMPANY

By: Rog Melydy  
Title: ASSISTANT SECRETARY

Attest:

Ausa Johnson  
Trust Officer

UNION TANK CAR COMPANY

By: R. C. Gluth  
R. C. Gluth,  
Executive Vice President

Attest:

Robert W. Webb  
Robert W. Webb, Secretary

UTCARS

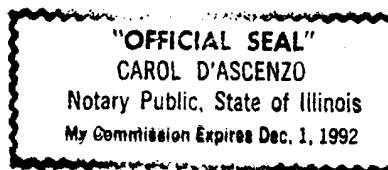
STATE OF ILLINOIS     )  
                              ) SS  
COUNTY OF COOK        )

On October 23, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared R.C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

*Carol D'Ascenzo*  
Notary Public

My Commission Expires:

12-1-92



STATE OF NY     )  
                              ) SS  
COUNTY OF NY     )

On this 25 day of October, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared Rosemary Melendez to me known, who, being by me duly sworn, did depose and say that he is ASSISTANT SECRETARY of Bankers Trust Company; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

*Desire Marshall*  
Notary Public

My Commission Expires:

2-17-91

DESIRE MARSHALL  
Notary Public, State of New York  
Qualified in Kings County  
Certificate filed in New York County  
Commission Expires February 17, 1991

UTCARS

PROGRAM ACTB1025

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST  
FOR SUBSTITUTION

RUN DATE: 08/23/89

CERTIFICATE TRUST SERIES: R007

QUANTITY	A.A.R. MECHANICAL		CAPACITY IN GALLONS	ROAD NUMBERS
	DESIG.	CODE		
3	C711		2,900	UNPX120580-UNPX120582
2	TA		12,000	TCDX11091-TCDX11092
5	TA		13,000	TCDX13244-TCDX13248
2	TL		17,000	27583-27584
-----				
12	TOTAL			

## RAILCAR SUBSTITUTIONS (SCHEDULE A)

R 7 SERIES 7

05/03/89

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		---DATE---		IN USE	WRECKED/ RETIRED	CERTIFICATE		NET BOOK VALUE	
				CO	CTY	TRUST COST							
TCDX 11091	TA	12,000	GAL	1	1	06	77			\$ 41,707	\$	16,335	
TCDX 11092	TA	12,000	GAL	1	1	06	77			41,707		16,335	
TCDX 13244	TA	13,000	GAL	1	1	06	78			36,195		15,986	
TCDX 13245	TA	13,000	GAL	1	1	06	78			36,195		15,986	
TCDX 13246	TA	13,000	GAL	1	1	06	78			36,195		15,986	
TCDX 13247	TA	13,000	GAL	1	1	06	78			36,195		15,986	
TCDX 13248	TA	13,000	GAL	1	1	06	78			36,195		15,986	
UTLX 27583	TL	17,000	GAL	1	1	12	81			50,503		31,144	
UTLX 27584	TL	17,000	GAL	1	1	12	81			50,503		31,144	
UNPX 120580	C711	2,900	CUFT	2	2	01	86			65,572		53,824	
UNPX 120581	C711	2,900	CUFT	2	2	01	86			65,572		53,824	
UNPX 120582	C711	2,900	CUFT	2	2	01	86			65,572		53,824	
NUMBER OF CARS										12	\$ 562,111	\$	336,360



## WRECKED/RETIRED CARS (SCHEDULE B)

P T SERIES

4/28/89

ROAD NUMBER	AAP CODE	CAR CAPACITY	UNIT MEAS	-CODES-		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
RTDX 27005	TM	21,000	GAL	1	1	12/69	12/88	\$ 9,484	\$ 19,838
RTDX 27111	TM	21,000	GAL	1	1	04/71	09/87	16,700	7,183
UNPX 100077	GONT	100	TON	3	2	05/70	01/88	17,003	7,183
UNPX 100231	GONT	100	TON	3	2	05/70	06/89	17,003	7,183
UTLX 13139	TA	14,000	GAL	1	1	05/70	08/88	13,008	753
UTLX 13502	TM	14,000	GAL	1	1	05/70	01/89	18,382	1,431
UTLX 14864	TL	20,500	GAL	1	1	05/70	01/88	18,820	1,431
UTLX 28025	TFI	17,300	GAL	1	1	05/70	04/88	21,089	3,867
UTLX 28029	TFI	17,300	GAL	1	1	05/70	11/88	21,040	2,874
UTLX 28031	TFI	17,300	GAL	1	1	05/70	04/88	21,040	3,925
UTLX 28041	TFI	17,300	GAL	1	1	05/70	06/88	21,040	3,364
UTLX 28042	TFI	17,300	GAL	1	1	05/70	08/88	21,040	2,672
UTLX 28058	TFI	17,300	GAL	1	1	05/70	08/88	20,810	3,058
UTLX 28061	TFI	17,300	GAL	1	1	05/70	05/89	20,810	1,080
UTLX 28062	TFI	17,300	GAL	1	1	05/70	09/88	20,810	1,080
UTLX 37383	TP	26,000	GAL	1	1	09/75	04/89	30,000	22,800
UTLX 37385	TP	26,000	GAL	1	1	09/75	04/89	30,000	22,800
UTLX 37386	TP	26,000	GAL	1	1	09/75	04/89	30,000	22,800
UTLX 37388	TP	26,000	GAL	1	1	09/75	04/89	30,000	22,800
UTLX 37389	TP	26,000	GAL	1	1	09/75	04/89	30,000	22,800
UTLX 38264	TP	33,800	GAL	1	1	05/70	11/88	18,011	18,500
UTLX 42222	TFI	12,200	GAL	1	1	05/70	11/88	27,875	6,900
UTLX 42223	TFI	12,200	GAL	1	1	05/70	04/89	27,875	7,183
UTLX 42227	TFI	12,200	GAL	1	1	05/70	04/89	27,875	7,183
UTLX 42228	TFI	12,200	GAL	1	1	05/70	04/89	27,875	7,183
UTLX 42229	TFI	12,200	GAL	1	1	05/70	12/88	27,875	7,183
UTLX 42230	TFI	12,200	GAL	1	1	05/70	04/89	27,875	7,183
UTLX 48358	TM	20,000	GAL	1	1	05/70	12/88	14,656	2,580
UTLX 48359	TM	20,000	GAL	1	1	05/70	11/88	14,656	2,580
UTLX 48410	TM	20,000	GAL	1	1	05/70	11/88	14,656	2,567
UTLX 48472	TM	20,000	GAL	1	1	05/70	09/87	14,668	2,567
UTLX 76283	TMI	13,300	GAL	1	1	05/70	04/89	17,480	2,481
UTLA 76289	TMI	13,300	GAL	1	1	05/70	11/88	17,480	2,431
UTLX 76290	TMI	13,300	GAL	1	1	05/70	11/89	17,480	1,071
UTLA 76327	TMI	13,600	GAL	1	1	05/70	11/88	17,137	1,143
UTLX 76331	TMI	13,600	GAL	1	1	05/70	04/88	17,137	2,475
UTLA 76334	TMI	13,600	GAL	1	1	05/70	02/88	17,137	2,475
UTLX 76335	TMI	13,600	GAL	1	1	05/70	08/87	17,137	2,475
UTLX 76345	TMI	13,600	GAL	1	1	05/70	11/88	17,137	2,810
UTLX 76439	TMI	13,600	GAL	1	1	05/70	04/89	17,403	1,637
UTLX 76489	TMI	13,600	GAL	1	1	05/70	05/88	17,480	2,649
UTLX 76493	TMI	13,600	GAL	1	1	05/70	04/89	17,480	2,864
UTLA 28000	TFI	17,300	GAL	1	1	05/70	07/89	21,102	3,927
UTLA 28010	TFI	17,300	GAL	1	1	05/70	11/89	21,091	3,867
UTLA 28075	TFI	17,300	GAL	1	1	05/70	07/89	20,024	3,549
UTLX 76340	TMI	13,600	GAL	1	1	05/70	07/89	17,137	1,632

## WRECKED/RETIRED CARS (SCHEDULE B)

R 7 SERIES 7

07/28/89

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IF USE	WRECKED/ RETIRED		
UTLX 76433	TMI	13,600	GAL	1	1	05/76	07/89	\$ 17,403	\$ 1,637
-----									
NUMBER OF CARS		47						\$ 759,821	\$ 291,654

PROGRAM ACTB1027

CERTIFICATE TRUST SERIES: R007

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE 8 - DESCRIPTION OF EQUIPMENT TRUST  
FOR SUBSTITUTION - TERMINATED CARS

RUN DATE: 7/31/89

QUANTITY	A-A-R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	GONT	100	UNPX100077, UNPX100231
1	TA	14,000	13139
1	TL	20,500	14864
1	TM	14,000	13502
4	TM	20,000	48358-48359, 48410, 48472
2	TM	21,000	RTCX27005, RTCX27111
3	TMI	13,300	76283, 76289-76290
10	TMI	13,600	76327, 76331, 76334-76335, 76340, 76345, 76433, 76439, 76489, 76493
5	TP	26,000	37383, 37385-37386, 37388-37389
1	TP	33,800	38264
6	TP I	12,200	42222-42223, 42227-42230
11	TP I	17,300	28000, 28010, 28025, 28029, 28031, 28041-28042, 28058, 28061-28062, 28075
47	TOTAL		